



**DOWNTOWN  
LONG BEACH  
ALLIANCE**

**Governance  
Committee**

Denise Carter – Chair

Amy Chambers

Graham Gill

Griselda Suarez

Loara Cadavona

**Staff**

Austin Metoyer,  
President & CEO

Kelsey Mader,  
Executive Assistant

**GOVERNANCE COMMITTEE MINUTES**

**Wednesday, February 22, 2023**

**8:00 AM**

The virtual portion of this meeting is being held pursuant to Assembly Bill 361.

**DLBA Conference Room**

100 W Broadway, Suite 120

Long Beach, CA 90802

**OR**

**[Join Zoom Meeting](#)**

Meeting ID: 827 1707 9780

Passcode: 960526

**Voting Present:** Denise Carter, Amy Chambers, Graham Gill, Griselda Suarez, Loara Cadavona

**Voting Absent:** None

**DLBA Staff:** Austin Metoyer, Kelsey Mader

1. CALL TO ORDER and INTRODUCTIONS – Denise Carter, Chair  
Called to order at 8:04 AM.
2. APPROVE MINUTES  
**ACTION:** Approve Minutes from [November 29, 2022](#) and [January 5, 2023 Meeting](#)  
**MOTION:** 1<sup>st</sup>: Chambers; 2<sup>nd</sup>: Suarez.  
**VOTE:** None opposed. Gill not present for vote. Motion passes.

3. CHAIRPERSON'S REPORT – Carter
  - A. **Board & Committee Vacancies**
    - Carter reminded the committee to review the Bylaws in advance of next month's meeting. The group should pay particular attention to the language explaining the Advisory Board and how these seats may be better defined.
    - Cadavona and Carter added that potential amendments to the Bylaws should be forwarded to Mader so that this can be included on the agenda and the Committee can further discuss.
    - Amendments will be reviewed and voted upon through Action Reports which will be linked in the agenda. Action reports provide background on the section of the Bylaws being reviewed as well as the proposed changes.
  - i. 2022-23 Board
    - (a) Advisory (1)
  - ii. 2022-23 Programming Committees
    - (a) Public Safety (2)

**ACTION:** Approve [Vincent Severen](#) to serve on DLBA's Public Safety Committee effective immediately and expiring September 30, 2023.

**MOTION:** 1<sup>st</sup>: Chambers; 2<sup>nd</sup>: Suarez.

**VOTE:** None opposed. No abstentions. Motion passes.

**ACTION:** Approve [Vanessa Nunez](#) to serve on DLBA's Public Safety Committee effective immediately and expiring September 30, 2023.

**MOTION:** 1<sup>st</sup>: Suarez; 2<sup>nd</sup>: Chambers.

**VOTE:** None opposed. No abstentions. Motion passes.

#### 4. STAFF REPORT

- A. Election Procedure Adjustments – Kelsey Mader
- Mader reviewed one adjustment to be made to the Election Procedures. Because of the slight shift in Property-Based Improvement District (PBID) boundaries, Section 2.2 needs to be amended to reflect the new map. Because this change is not procedural, formal action by the Committee is not needed.
- B. Attendance Report Review – Kelsey Mader
- Mader introduced the Programming Committee Attendance Report which shows a high-level view of participation of programming committee members so far, this fiscal year.
  - The Governance Committee is responsible for the overall experience of DLBA's Board and its Committees, but it is at the discretion of the programming committee chairperson to decide when to vacate a seat for a member who is underperforming.
  - Mader reviewed Section 8.8 in the DLBA Bylaws which specifies allowed absences at both Board and committee meetings. This is where it is stated that the chairperson of either the Board or the respective committee can remove someone from their seat.
  - Cadavona recalled some work done on this topic a couple years ago and suggested that the organization revisit/amend that as needed, then stick to the procedure.
  - Chambers emphasized the importance of the Chairperson's involvement in addressing a committee member with excessive absences, adding that ultimately the final decision should lie with them.
  - Suarez and Carter discussed the role of Governance in the process of addressing committee member absences, noting that the Bylaws do not explicitly give this authority to the Committee.
  - Cadavona suggested this process not necessarily be outlined in the Bylaws, but perhaps remain in control of staff with guidance from the programming committee chair.
  - This will be a standing item on all Governance Committee agendas, with an in-depth review on a quarterly basis.
- C. Board Demographic Survey Review – Austin Metoyer
- Metoyer reminded the Committee of the importance of the Diversity, Equity, Inclusion, and Access (DEIA) Framework when recruiting new members for the Board and/or committees.
  - The first step in this process is to conduct a demographic survey of DLBA's current Board members. Metoyer reviewed these questions which focus on the following areas:
    - Racial/ethnic heritage
    - Gender identity
    - Level of ability (Physical, mental, etc.)
    - Sexual orientation
    - Age
    - Veteran status
  - The Committee reviewed each of these questions and the possible answers. Overall, the group supported the questions, with a few minor edits to wording/grammar.
- D. Misc. – Austin Metoyer
- Metoyer introduced DLBA's new Communications & Marketing Manager, Asia Morris.

5. OLD BUSINESS

6. NEW BUSINESS

7. PUBLIC COMMENT (three minutes on all non-agenda items)

8. ADJOURNMENT

Adjourned at 9:00 AM.

#### **NEXT GOVERNANCE COMMITTEE MEETING:**

**February 22, 2023**

**Location: HYBRID**

***Mission: Cultivate, preserve, and promote a healthy, safe, and prosperous Downtown for all.***

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